

Michigan Association of Commercial Dental Laboratories

Constitution & By-Laws

(Current to date October 2006)

Constitution

Article I - Name

Section 1. This organization shall be known as the MICHIGAN ASSOCIATION OF COMMERCIAL DENTAL LABORATORIES (MACDL) and incorporated in the State of Michigan as a non-profit corporation.

Article II - Purposes

Section 1. The purposes of this organization shall be to advance the dignity, ethical conduct and efficiency of those engaged in the operation of commercial dental laboratories: to maintain high standards of service to the dental profession and to establish cooperation among its members as follows:

- (1) By promoting the economic and special interests of dental laboratory owners and technicians and by establishing high standards of ethics and courtesy in their relations with each other and with members of the dental profession; by disseminating technical knowledge among its members and rendering research in development of their craft and by assisting members in the solution of their business and technical problems.
- (2) By encouraging strict adherence to and compliance with all laws relating to the regulation of the industry and assisting in the adoption of new laws whenever they appear necessary to promote the best interests of the Association and the public.
- (3) By assisting members in the interpretation of and compliance with all government laws, statutes and regulations applicable to the field of dental laboratory technology

Article III - Membership

Section 1. Any person, firm or organization owning or operating a commercial dental laboratory, which is a single legal business entity that

being a sole proprietorship, partnership or a corporation, shall be eligible for membership. Membership shall be in the name of the laboratory. "Member in good standing" shall mean any member of the MACDL whose dues are current and who has complied with the Articles, By-Laws, Rules & Regulations of the Constitution and has not been expelled by the Board without reinstatement.

Section 2. Honorary membership shall be awarded certain persons or organizations by the Board of Directors in recognition of meritorious work or valuable contributions in the field of dental laboratory technology, and such honorary members shall be accorded the privilege of attending all meetings and clinics, but shall neither vote, hold office or be required to pay dues.

Section 3. Associate membership.

(1) The Board of Directors shall be empowered to establish such additional associate memberships as it sees fit.

(2) Dues and privileges of such associate members shall be determined by the Board, provided such associate member does not have the right to vote or hold office.

Section 4. Rights and privileges of associate members shall be set forth in the By-Laws of this Association.

Section 5. Associate membership shall be available to any technician employed by private dental practice as an in-office, non-commercial dental laboratory and to any technician in the employ of a non-commercial dental laboratory in a dental school.

Section 6. Life Membership. A retired designated representative of a member in good standing for at least twenty (20) years may become a Life Member of the Association upon a majority vote of the Board of Directors. Nominations for Life Membership shall be submitted by member laboratory in which the nominee held membership. Life Members shall be entitled to services of the Association as may be determined by the Board of Directors, except the right to vote and hold office and shall not be represented on the Board of Directors. Life Members shall be exempt from paying annual dues to the Association.

Article IV - Dues and Assessments.

Section 1. The General Membership at any regular meeting shall determine the dues and assessments; provided that any change in dues or the levy of any assessment shall be upon an affirmative recommendation of the Board of Directors; provided that such action may be overruled by the membership in a two-thirds vote.

Article V - Officers.

Section 1. The elective officers of the Association shall be President Elect, Vice President, and Treasurer. The only time a President shall be elected shall be if there is no President Elect to succeed to that office. This shall be by ballot of the general membership and shall require an affirmative majority vote of the membership to be elected. The President Elect, Vice President and Treasurer shall be elected at the Fall General Membership Meeting every two (2) years to a term of two (2) years commencing at the meeting of election and shall extend to election day two (2) years hence.

Section 2. The President Elect shall succeed to the office of President without other election following election as President Elect. A vacancy in any elective office because of death, resignation, removal, disqualification, or otherwise, shall be filled by an automatic succession to the vacancy by the next elected officer in line and if, after this automatic succession, a vacancy still exists, the vacancy may be filled by the President with the approval of a majority of the Board of Directors for the unexpired portion of the term. In the event of temporary inability to serve on the part of an elective officer, the President, with the approval of the majority of the Board of Directors, shall appoint a substitute to act during such temporary inability to serve. In the event the offices of President and President Elect are vacant, so that the later is unable to fill the vacancy in the office of President, the Board of Directors shall, by a majority vote, fill the vacancy in the office of President. In the event of some catastrophe where the office of President and President Elect and a majority of the seats on the Board of Directors are vacant, then the membership, at a special meeting called for that purpose, shall fill the vacant office of President and approve the newly elected President's appointments to fill all other vacancies, in accordance with this Constitution.

Section 3. The duties of the officers shall be:

PRESIDENT: The President shall preside at all meetings of the Association; shall appoint chairmen for all committees; serve as a member ex-officio of all committees; and perform such other duties as usually pertain to the office.

PRESIDENT ELECT: The President Elect shall assist the President in the performance of his duties and shall preside in his absence or at his request. He shall succeed to the office of President in the event a vacancy occurs. He shall also be chairman of the Membership Committee.

VICE PRESIDENT: The Vice President shall be Chairman of the Program Committee and shall assume the duties of President Elect

should that office be vacated.

SECRETARY: To eliminate the office of Secretary as an elected office and to make the Executive Secretary, in addition to regular duties, Recording Secretary, with no vote or check signing privileges as Recording Secretary.

TREASURER: The Treasurer, along with the Executive Secretary, shall be responsible for maintaining all financial records of the Association; shall deposit all money of the Association in a depository designated by the Board of Directors; pay all appropriate bills; present a report of income and expenditures at all regular meetings; maintain a record of payments of dues and assessments; mail statements to the membership for money owing to the Association; furnish the Board of Directors with the names of members whose dues or assessments are sixty (60) days delinquent; furnish a bond in the sum of \$10,000, the premium of which shall be paid by the Association; shall be responsible for obtaining a review of the books and records of the Association from a qualified public accountant to be done when a change of the Treasurer's chair takes place the cost of which shall be borne by the Association. The fiscal year shall be January 1 to December 31.

Article VI - Board of Directors

Section 1. The Board of Directors shall consist of the elected officers, the immediate past President, three members elected by the membership and the chairmen of the regional districts.

Section 2. Those members elected by the membership shall serve their term of office in the following manner:
The candidate receiving the highest number of votes shall be elected to a three (3) year term; the next highest, the (2) year term and the next highest a one (1) year term. Thereafter, one director shall be elected each year to serve a three (3) year term.

Section 3. The management and direction of the affairs and purposes of this Association shall be vested in, and exercised by the Board of Directors, subject to the provision of this Constitution, the By-Laws and the directives of the Membership.

Section 4. The Board of Directors shall meet as often as necessary to properly conduct the affairs of this Association, provided that there shall be not less than four (4) meetings a year.

Section 5. A two-thirds majority of the Board of Directors shall constitute a quorum for the conduct of business.

Section 6. In the event a vacancy occurs among the three members elected by the membership or any office not otherwise provided for, the Board shall elect a new member who shall serve the unexpired term of the vacant office.

Section 7. The Board may employ an executive secretary.

Section 8. A volunteer director shall not be personally liable to the Association or its members for monetary damages for a breach of director's fiduciary duty as a director, except for Liability: (a) for any breach of the director's duty of loyalty to the Association or its members; (b) for acts of omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; (c) for any violation of Section 551(1) of the Michigan Non-profit Corporation Act, as amended (the "Act"); (d) for any transaction from which the director derived an improper personal benefit; (e) for any act of omission that is grossly negligent; or (f) for any act of omission occurring before (insert date of adoption).

For purposes of these By-Laws, "volunteer director" shall have the same meaning as set forth in the Act, as amended from time to time.

In the event the Act is amended after approval by the members of this article of the By-Laws, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the director of the Association shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

Any repeal, modification or adoption of any provision in these By-Laws inconsistent with this article shall not adversely affect any right, protections, or immunity of a director of the Association existing under these provision at the time of such repeal, modification or adoption.

Article VII - Nominations and Elections

Section 1. The nominating committee shall consist of the immediate Past President and such additional members as he shall appoint, and the nominating committee shall present a slate of nominees to the membership thrifty (30) days prior to the meeting of election. The nominating committee shall solicit from each member additional nominations by mail.

Section 2. A complete slate, including mail nominations and absentee ballot forms shall be mailed to the Membership two weeks prior to the meeting of election. Any absentee ballot from a qualified member unable to attend the election meeting shall be honored.

Section 3. Each member laboratory shall be entitled to one vote.

Section 4. Voting shall be by closed ballot.

Section 5. A majority vote shall elect any officer. In the event no candidate receives a majority vote, a run-off election shall be held. In case of a tie the winner shall be determined by lot.

Article VIII - Election to Membership

Section 1. A three-fourths affirmative vote of the members voting at any regular or special meeting shall be required for election to membership. The Board of Directors shall be empowered to accept any new members provisionally into the Association pending vote of the membership at the following regular meeting.

Section 2. Application for membership must be made on a form furnished by the Association and accompanied by a check or cash in the amount specified by the Board, but not to exceed that amount required for the current billing period.

Section 3. A fifty percent (50%) change of ownership of a member shall be regarded as a new business entity and as such shall submit a new application for membership, the dues previously paid to be applied to the new membership.

Article IX - Meetings.

Section 1. There shall be two (2) regular meetings per year, at such time and place as shall be determined by the Board of Directors.

Section 2. Special meetings may be called by the Board of Directors, provided that at least fifteen (15) day notice shall be given the membership, said notice to expressly contain the agenda for such special meeting.

Section 3. The Board of Directors shall call a special meeting upon written request, signed by ten (10) members in good standing.

Section 4. A quorum at a general membership meeting shall consist of those members present and voting.

Section 5. Robert's Rule of Order Revised shall govern the conduct of business at all regular and special meetings. A majority vote of the members voting shall be required to enact any measure.

Section 6. The President or a majority of the Board of Directors may, at any time, call a meeting of the full members in Executive Session on the date of any regular or special meeting. Notice of such session shall be given in the same manner as provided for notice of special meeting.

Article IX-A

Section 1. In order to promote easier access to clinics, the Board may authorize the formation of up to three (3) regional districts, whose sole function shall be the organization and presentation of local clinics.

Section 2. Each district shall elect a chairman and such additional officers as may be necessary.

Section 3. Each district may collect money from its membership to be spent for clinics within its area. All such money shall be turned over to the treasurer of the MACDL and disbursed by him at the direction of the

Vice President.

Section 4. No district or officer thereof is empowered to make any commitment, financial or otherwise in the name of the MACDL without the permission of the Board.

Article X - Amendments

Section 1. Proposals for amendments to the Constitution shall be made in writing at any regular meeting or special meeting called for such purpose to be passed upon at the next following regular meeting or special meeting called for such purpose. Two-thirds vote of the members voting shall be required for adoption of the amendment.

Section 2. By-Laws may be enacted or amended at any regular meeting or special meeting called for such purpose, provided, that written notice of such proposed enactment or amendment shall be given to membership at least ten (10) days prior to such meeting. Two-thirds vote of the members voting shall be required for adoption of the amendment.

Article XI - Expulsion

Section 1. The Board of Directors shall determine the procedure for suspension and/or expulsion of a member.

Section 2. When any member is charged with any act or conduct, which is deemed the subject of disciplinary action the following steps shall be taken:

- (1) Written notice containing the specifications to the charge shall be given to such member.
- (2) The notice shall set the time and place for a meeting of the Board of Directors at which such charge or charges shall be presented and the member charged shall be given the opportunity to be heard and present such defenses as he may wish.
- (3) The Board of Directors shall deliberate on the charges within thirty days and at the close of deliberation shall deliver its decision in writing to the member so charged.
- (4) The member so charged shall have the right to appeal the decision of the Board to the general membership.
- (5) Appeals shall be in writing and delivered to the Secretary of the Association within fifteen (15) days after receipt by the member of the decision of the Board of Directors.
- (6) In the event the decision of the Board of Directors results in suspension or cancellation of membership, the President shall forthwith upon notice of appeal call a special meeting of the General Membership for the purpose of hearing such appeal to be held within the shortest reasonable time thereafter.

Article XII - Code of Ethics

Section 1. Every member of the Association shall subscribe to the Code of Ethics, as the same shall appear hereafter.

PREAMBLE

The future of all those engaged in the dental laboratory industry depends, to a great extent, upon the maintenance of high standards of business conduct and a harmonious relationship with the dental profession. It cannot be so maintained unless the conduct and motives of the dental laboratory industry are such as to merit the good will of the dental community. No attempt is made here to specify all rules and modes of conduct which shall guide members of the Michigan Association of Commercial Dental Laboratories in the various phases of their dealings with each other and with the dental community. These ethics are adapted as a general guide for all members of the Association to govern their deportment in accordance with the spirit in which this code is formulated.

GENERAL CONDUCT

Section 1. Members shall not render, or aid others not legally authorized to render, any service directly to the general public. This shall not prejudice the right of any member to construct specimen or their appliances for dentist, dental dealers or manufacturers when the same are to be used solely for technical or display purposes.

Section 2. No member shall defame, malign, or falsely accuse any other dental laboratory or any dentist of dishonorable conduct, inability to perform services, or make any false representation, which will tend to degrade such person.

Section 3. Members of the Association shall not conspire with others to fix prices in violation of antitrust laws or any law governing fair trade practices.

SERVICE

- A. The service of the dental laboratory shall be to the licensed member of the dental or medical profession, dental laboratories, dental dealers or dental manufacturers.
- B. An ethical laboratory shall maintain sanitary premises and adequate equipment conducive to public health and efficient and proper service to the dental profession.

MATERIALS

- A. No materials other than those specified by the licensed dentist shall be

used in the construction of any cases except with the knowledge of the licensed dentist.

- B. Should the choice of material be left to the discretion of the laboratory, the laboratory shall accurately inform the licensed dentist respecting the type or kind of material used.

ADVERTISING

- A. Advertising by members of the Association shall at all times be in compliance with the requirements of applicable state laws. Advertising shall be directed to the dental community unless the purpose of the advertisement is to foster interaction between the dental profession and the general public.
- B. Advertising must be honest and in no way untrue, deceptive or misleading.

UNETHICAL PRACTICES

- A. FALSE BRANDING - The false branding or marking of any product of the industry which has the tendency to mislead or deceive dentist, whether as of the grade, quality, quantity, character, nature, origin, size, finish or preparation of any product of the industry is prohibited.
- B. SUBSTITUTION OF MATERIALS - With intent to defraud - Using, submitting or billing any material superior or inferior in quality to that specified by the licensed dentist of any dental products, which would represent a price discrimination is prohibited.
- C. It shall be considered a breach of this Code for any Member to employ a technician on a part time basis when such technician is a full time employee of another laboratory without the consent of the full time employer.

Article XIII - Dissolution

Section 1. In the event of the dissolution of this Association for any reason, all net assets shall be contributed to a non--profit charitable organization (organizations) to be chosen by the Membership at that time.

By-Laws

Article I. Associate Memberships:

Section 1. Associate I membership is offered to dental laboratory technicians who meet all qualifications for regular membership except lab ownership. This class of membership is established primarily for employees of private dental practice as an in-office, non-commercial dental laboratory and to any technician in the employ of a non-commercial dental laboratory in a dental school.

A. Rights and Privileges of Associate I Membership: Shall have all the same rights and privileges as regular members except such members shall not be allowed to vote or hold office.

Section 2. Associate II membership is offered to sales, technical people and technical instructors serving the dental laboratory field.

A. Rights and Privileges of Associate II Membership: Shall receive all mailings as regular members except minutes of meetings. Shall not be allowed to vote or hold office. Each Associate II member is issued a membership card and may attend all regular meetings except special meetings specifically restricted to regular members.

Section 3. International Associate membership is offered to dental laboratories that meet all qualifications for regular membership except they are in another country.

A. Rights and privileges of International Associate members shall have all the same rights and privileges as regular members except such members shall not be allowed to vote or hold office.

B. Membership shall be in the name of the laboratory. Dues shall be \$1 less than regular membership for State dues only and shall be in U.S. funds.

Section 4. Federal and State Department of Corrections Institutions in Michigan Associate is established primarily for managers of state and federal institutions.

A. The rights and privileges of this category shall be for educational purposes only. Such members shall not be allowed to vote or hold office.

B. They must be a state or federal employee within Michigan with no commercial dental laboratory connection. Membership shall be in the name of the institution.

Article II. Payment Procedure of Dues

Section 1. Quarterly payments are due: The 1st of January, April, July and October. Statements to be mailed 30 days prior to due date.

Section 2. Past due reminder will be mailed 30 days after due date if payment has not been received.

Section 3. Final notice will be mailed 45 days after due date if payment has not been received.

Section 4. Refer to Board for action 60 days after due date if payment has not been received.

Article III. Dues and Assessments

Section 1. At the discretion of the Board of Directors, any member who is more than 60 days in arrears in payment of dues, installment, or assessments, shall be subject to expulsion procedures as set forth in Article XII of the Constitution.

Article IV. Committees

Section 1. Membership: Chairman shall be President Elect. This committee shall secure new members and shall present all applications to the Board for preliminary approval and then to the general membership for acceptance.

Section 2. Program: Chairman shall be Vice President. Program Committee shall include the following subjects.

A. Clinics: Shall plan and conduct all clinic programs.

B. Entertainment and Hospitality: Shall arrange for the comfort and entertainment of the members and guests of the Association at the annual meetings, and at the Presidents request, this committee shall assume these duties at any regular or special meeting.

C. Golf: Shall make all arrangement for the annual golf outing and dinner.

Section 3. Constitution & By-Laws: Chairman shall be appointed by President and together shall appoint two more to committee. The function shall be to maintain the master copy of the Constitution and By-Laws, and record any approved amendments to said Constitution & By-Laws.

Section 4. Ways & Means

A. Chairman shall be treasurer.

B. Shall submit a budget at the last regular meeting of the year.

C. Shall make recommendations to the Board of Directors for the financing of all projects of association undertaking.

Section 5. Professional Relations: Chairman shall be President Elect.

A. Maintain liaison with the Profession.

Section 6. Education:

A. Shall work with educational institutions in all matters pertaining to dental technology.

Section 7. Legislative:

- A. Shall be actively concerned with any legislation relating to Dentistry or Dental Technology.

Section 8. Ethics:

- A. Shall enforce strict adherence to the Code of Ethics by the membership and shall promptly report any violations and proposed disciplinary action of same to the Board of Directors for disciplinary action or expulsion.

Section 9. Nominations & Elections

- A. Chairman shall be immediate Past President, and such additional members, as he shall appoint.
- B. Shall present a slate of nominees to the membership not less than 30 days prior to the meeting of election. The nominating committee shall solicit from each member additional nominations by mail. Nominations may be made from the floor, provided such nominees shall be a member in good standing and willing to serve if elected.
- C. A complete slate, including mail nominations and absentee ballot form shall be mailed to the membership not less than two weeks prior to the meeting of election.
- D. Absentee ballots from a qualified member unable to attend the election meeting shall be honored.
- E. Each member laboratory, current in their dues, shall be entitled to one vote.
- F. Voting shall be by closed ballot.
- G. A majority vote shall elect any officer. In the event no candidate receives a majority vote, a run off election shall be held by those members present and voting. In case of a tie the winner shall be determined by lot.

Section 10. Insurance

- A. Shall supervise the Association insurance programs and shall study and report new insurance programs to the membership.

Article V. Election Procedures

Section 1. Nominating Committee shall detail procedures to be followed when nomination requests and ballots are mailed to members.

Section 2. These procedures shall include:

- A. Time schedule for mailing and returns by date.
- B. Method whereby members can reclaim previously mailed ballots at the election meeting.
- C. Absentee ballots will not be counted unless they are received in an official "BALLOT" envelope, with the member laboratory name on the outside of the envelope.